



PUBLIC NOTICE

Federal Communications Commission
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DOMESTIC SECTION 214 APPLICATION FILED FOR THE ACQUISITION OF CERTAIN ASSETS OF O1 COMMUNICATIONS, INC. BY U.S. TELEPACIFIC CORP

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 10-156

Comments Due: August 26, 2010
Reply Comments Due: September 2, 2010

On August 3, 2010, O1 Communications, Inc. (O1) and U.S. TelePacific Corp. (TelePacific) (collectively, Applicants), filed an application, pursuant to section 63.03 of the Commission's rules, to request authority to complete a proposed transaction whereby TelePacific will acquire certain assets, including certain customer accounts, from O1.¹

O1, a privately-held California corporation, is authorized to provide competitive local and long distance telecommunications services as well as competitive access service in California. All of the services provided by O1 are competitive in nature and neither O1 nor any affiliated company holds a dominant position in any market. The following U.S. citizens own or control 10% or more of O1 Communications: Bradley L. Jenkins (73 percent), and Max Seely (10 percent).

TelePacific, a California corporation, provides facilities-based business communications services, including local, long distance, data and Internet services to small-to-medium sized businesses in Nevada and California. Its affiliate Mpower Communications Corp., a Nevada corporation, also serves customers in Nevada and California, and its affiliate Arrival Communications, Inc., a Delaware corporation, serves customers in California. TelePacific is wholly owned by the U.S. entity TelePacific Holdings Corp. TelePacific Holdings Corp. is wholly owned by Investcorp S.A.² (42 percent) (Cayman Island entity), and Clarity Partners, L.P.³ (23.5 percent) (United States limited partnership).

¹ 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

² Investcorp S.A.'s interest is held indirectly through control of various corporations. Of these corporations, only TelePacific Equity Limited individually owns or controls more than 10% of U.S. TelePacific Holdings Corp. All of the intermediate corporations and their equity interest are as follows: Aguanga Limited (4%); Cahuilla Limited (4%); Fallbrook Limited (4%); Palmas Limited (4%); Investcorp Properties Limited (2%); TelePacific Holdings Limited (1%), TelePacific Equity Limited (16%) and New TelePacific IIP Limited (1%). Investcorp S.A. owns 100% of TelePacific Investments Limited, the general partner of Investcorp TPC Limited Partnership. Investcorp TPC Limited Partnership owns approximately 8% of U.S. TelePacific Holdings Corp. All of these entities are

Applicants state they filed this Application in connection with an Asset Purchase Agreement (Agreement) dated July 29, 2010. Through the Agreement, O1 has agreed to sell to TelePacific certain California assets, including the customer base served by its retail competitive local exchange carrier and data center business (the Customers) and related network facilities. As a result of the proposed Transaction, TelePacific will replace O1 as the service provider to the affected customers. O1 will continue to offer services in California to other existing customers of its wholesale business.⁴ Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁵

Domestic Section 214 Application Filed for the Acquisition of Certain Assets of O1 Communications, Inc. by U.S. TelePacific Corp., WC Docket No. 10-156 (filed August 3, 2010).

GENERAL INFORMATION

The Wireline Competition Bureau finds, upon initial review, that the transfer of control identified herein is acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 C.F.R. § 63.03(a), interested parties may file comments **on or before August 26, 2010**, and reply comments **on or before September 2, 2010**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.⁶ Comments must be filed electronically using (1) the Commission's Electronic Comment Filing System (ECFS) or (2) the Federal Government's e-Rulemaking Portal. *See* 47 C.F.R. § 63.03(a) ("All comments on streamlined applications shall be filed electronically . . ."); *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Comments may be filed electronically using the Internet by accessing the ECFS, <http://www.fcc.gov/cgb/ecfs/>, or the Federal e-Rulemaking Portal, <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get

Cayman Islands companies, with the exception of Investcorp TPC Limited Partnership, which is a Cayman Islands exempted limited partnership.

³ Clarity Partners, L.P.'s interest is held through three Delaware limited partnerships: Clarity Partners, L.P. (20.24%), Clarity Advisors, L.P. (2.98%), and Clarity Associates, L.P. (0.28%).

⁴ Applicants note that they are not seeking to assign O1's existing section 214 authorizations. TelePacific will offer domestic interstate services pursuant to its blanket 214 authority.

⁵ 47 C.F.R. § 63.03(b)(2)(i).

⁶ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

filing instructions, filers should send an e-mail to ecfs@fcc.gov and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.

In addition, e-mail one copy of each pleading to each of the following:

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., fcc@bcpiweb.com; phone: (202) 488-5300; fax: (202) 488-5563;
- 2) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, tracey.wilson-parker@fcc.gov;
- 3) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 4) David Krech, Policy Division, International Bureau, david.krech@fcc.gov; and
- 5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: (202) 488-5300; fax: (202) 488-5563; e-mail: fcc@bcpiweb.com; url: www.bcpiweb.com.

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For further information, please contact Tracey Wilson-Parker at (202) 418-1394 or Dennis Johnson at (202) 418-0809.

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